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HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES
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TAMPA, FLORIDA 33606

December 30, 1998

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

Via Federal Express

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
1/1/99

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 31 AM 11:52

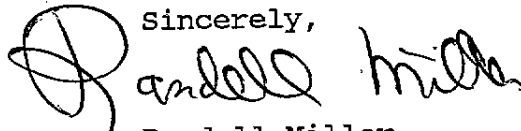
Re: Merger Between Bob Pforte Motors, Inc. and
Quality Services, Inc

Dear Sir/Madam:

Enclosed herewith is an original and one copy of the Articles of Merger dated December 28, 1998 with attached Agreement and Plan of Merger for the above captioned corporation and our check in the amount of \$70.00 to cover the filing fees for this merger. Please file the original documents in your records and return the copy with appropriate date stamp to our office.

Should you have any questions with regard to this matter, please do not hesitate to contact our office.

Sincerely,



Randell Miller

RM/bja

Enclosures

cc: Robert Pforte (w/encl.)
Mickey Priestler (w/encl.)

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*****70.00 *****70.00

merger
98 1/15/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BOB PFORTE MOTORS, INC., a FL corp., 199901

INTO

QUALITY SERVICES, INCORPORATED, a Florida corporation, 390873.

File date: December 31, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt these Articles of Merger for the purpose of merging into one corporation.

1. The names of the corporations which are parties to the within merger are: BOB PFORTE MOTORS, INC., a Florida corporation, the absorbed corporation, and QUALITY SERVICES, INCORPORATED, a Florida corporation, the surviving corporation.

2. The Merger shall become legally effective as of 12:01 A.M., January 1, 1999.

3. The Agreement and Plan of Merger dated the 28 day of December, 1998, pursuant to which BOB PFORTE MOTORS, INC. shall be merged with and into QUALITY SERVICES, INCORPORATED was unanimously adopted by the directors and shareholders of BOB PFORTE MOTORS, INC. by resolutions effective as of the 28 day of December, 1998, and was unanimously adopted by the directors and shareholders of QUALITY SERVICES, INCORPORATED by resolutions effective as of the 28 day of December, 1998. The Agreement and Plan of Merger is attached hereto, incorporated by reference and made a part hereof.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of BOB PFORTE MOTORS, INC. and QUALITY SERVICES, INCORPORATED by their respective authorized officers, on this 28 day of Dec, 1998.

BOB PFORTE MOTORS, INC.

Attest: Betty M. Walker
Betty M. Walker
Title: Its Secretary

By: Robert R. Pforte
Robert R. Pforte
Title: Its President

Attest: Betty M. Walker
Betty M. Walker
Title: Its Secretary

QUALITY SERVICES, INCORPORATED
By: Robert R. Pforte
Robert R. Pforte
Title: Its President

EFFECTIVE DATE
1/1/99

FILED
SECRETARY OF STATE
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as "this Agreement") is made and entered into to be effective as of the latest date of execution hereof by either party hereto ("the Effective Date"), by and between QUALITY SERVICES, INCORPORATED (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and BOB PFORTE MOTORS, INC. (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

STIPULATIONS

A. QUALITY SERVICES, INCORPORATED is a corporation organized and existing under the laws of the State of Florida with its principal office at 2958 Heritage Road, Marianna, Florida 32446.

B. QUALITY SERVICES, INCORPORATED has a capitalization of 1,000 authorized shares of \$10.00 par value voting common stock of which 418.77 shares are issued and outstanding.

C. BOB PFORTE MOTORS, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 2958 Heritage Road, Marianna, Florida 32446.

D. BOB PFORTE MOTORS, INC. has a capitalization of 300 authorized shares of \$100.00 par value voting common stock of which 119 shares are issued and outstanding.

The respective Voting Shareholders, and respective Boards of Directors, of the absorbed corporation and the surviving corporation deem it desirable and in the best interests of said corporations and their respective shareholders that BOB PFORTE MOTORS, INC. be merged into QUALITY SERVICES, INCORPORATED, pursuant to the provisions of

Chapter 607 of the Florida Business Corporation Act, in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. MERGER

BOB PFORTE MOTORS, INC. shall merge with and into QUALITY SERVICES, INCORPORATED, which shall be the surviving corporation.

2. TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation shall be as follows:

- a. Each share of the voting common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the voting common stock of the surviving corporation, which shares of voting common

stock of the surviving corporation shall thereupon be issued and outstanding.

b. Within seven (7) business days after the effective date of the merger, each holder of certificates of shares of capital stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates, the surviving corporation shall issue to the shareholders of the surviving corporation, certificates or shares of capital stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as provided for above.

c. The holder of certificates of capital stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholder. Thereafter, said shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to such shareholder hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said shareholder of the certificate for such shareholder's shares of capital stock in the surviving corporation.

4. CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the surviving corporation, QUALITY SERVICES, INCORPORATED, shall continue to be its Articles of Incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS

The Bylaws of the surviving corporation, QUALITY SERVICES, INCORPORATED, shall continue to be its Bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation, QUALITY SERVICES, INCORPORATED, as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. PROHIBITED TRANSACTIONS

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. APPROVAL BY SHAREHOLDERS

This Agreement shall reflect the approval of the respective Voting Shareholders of the absorbed corporation and the surviving corporation, upon the execution of this Agreement by such Voting Shareholders.

9. EFFECTIVE DATE OF THE MERGER

The effective date of the merger shall be 12:01 a.m., January 1, 1999.

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the parties, by their respective Presidents, and attested to by their respective Secretaries, pursuant to the authorization of their respective Boards of Directors and of their respective Voting Shareholders, to be effective for all purposes as of the Effective Date.

QUALITY SERVICES, INCORPORATED

By: Robert R. Pforte
Robert R. Pforte
Title: Its President
Date: 12-28-98

Katherine W. Pforte
Signature of Witness

Katherine W. Pforte
Printed Name of Witness

Paul A. Fadgett
Signature of Witness

Paul A. Fadgett
Printed Name of Witness

Katherine W. Pforte
Signature of Witness

Katherine W. Pforte
Printed Name of Witness

Paul A. Fadgett
Signature of Witness

Paul A. Fadgett
Printed Name of Witness

By: Betty M. Walker
Betty M. Walker
Title: Its Secretary
Date: 12-28-98

BOB PFORTE MOTORS, INC.

By: Robert R. Pforte
Robert R. Pforte
Title: Its President
Date: 12-28-98

Katherine W. Pforte
Signature of Witness

Katherine W. Pforte
Printed Name of Witness

Paul A. Fadgett
Signature of Witness

Paul A. Fadgett
Printed Name of Witness

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Signature of Witness

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Signature of Witness

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By: Betty M. Walker
Betty M. Walker
Title: Its Secretary
Date: 12-28-98

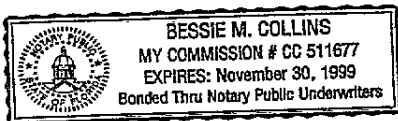
STATE OF FLORIDA

COUNTY OF JACKSON

On this 28th day of December, 1998, before me the undersigned officer, personally appeared, ROBERT R. PFORTE, as the President and _____ of QUALITY SERVICES, INCORPORATED, who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger and who did/did not (Circle One) take an oath.

[] is not personally known to me, but provided Driver's License No. _____ as proof that he is the individual described in, and who executed, the foregoing Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



Bessie M. Collins
Notary Public (Signature)

Bessie M. Collins
Notary Public (Printed Name)

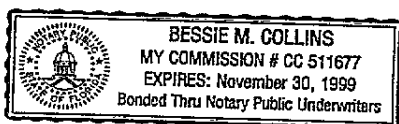
STATE OF FLORIDA

COUNTY OF JACKSON

On this 28th day of December, 1998, before me the undersigned officer, personally appeared, BETTY M. WALKER, as the Secretary and _____ of QUALITY SERVICES, INCORPORATED, who:

☒ is personally known to me to be the individual described in, and who executed, the foregoing Agreement and Plan of Merger and who did/did not (Circle One) take an oath.

[] is not personally known to me, but provided Driver's License No. _____ as proof that she is the individual described in, and who executed, the foregoing Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



Bessie M. Collins
Notary Public (Signature)

Bessie M. Collins
Notary Public (Printed Name)

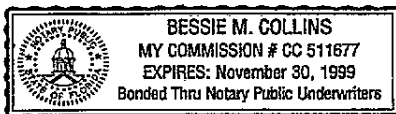
STATE OF FLORIDA

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[] is not personally known to me, but provided Driver's License No. _____ as proof that he is the individual described in, and who executed, the foregoing Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



Bessie M. Collins
Notary Public (Signature)

Bessie M. Collins
Notary Public (Printed Name)

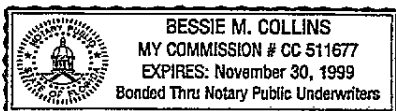
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[] is not personally known to me, but provided Driver's License No. _____ as proof that she is the individual described in, and who executed, the foregoing Agreement and Plan of Merger and who did/did not (Circle One) take an oath.



Bessie M. Collins
Notary Public (Signature)

Bessie M. Collins
Notary Public (Printed Name)